

**DeMarco•Mitchell, PLLC**  
Robert T. DeMarco  
Michael S. Mitchell  
1255 West 15<sup>th</sup> St., 805  
Plano, TX 75075  
T 972-578-1400  
F 972-346-6791

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

<b>IN RE:</b>	<b>Case No.:</b> 17-34650-SGJ-11
<b>DENTON DOUGH COMPANY</b> 27-3393645 217 East Hickory Street Denton, TX 76201	<b>Chapter:</b> 11
<b>Debtor.</b>	

**DEBTOR'S EMERGENCY MOTION FOR ORDER AUTHORIZING  
THE INTERIM AND FINAL USE OF CASH COLLATERAL  
[11 U.S.C. §§ 105, 361, and 363]**

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**TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:**

**COMES NOW, Denton Dough Company**, Debtor and Debtor in possession in the above-styled and numbered cases (the "**Debtor**"), and file this *Debtor's Emergency Motion for Order Authorizing the Interim and Final Use of Cash Collateral [11 U.S.C. §§ 105, 361, and 363]* by and through the undersigned attorney. Debtor requests the entry of an interim order substantially in the form attached hereto as Exhibit "A" (the "**Interim Order**") and a final order (the "**Final Order**"), and in conjunction with the Interim Order, the "**Cash Collateral Orders**"), pursuant to 11 U.S.C. §§ 105, 361, and 363 and Federal Rules of Bankruptcy Procedure 4001 and 9014: (a) authorizing Debtor to use the cash collateral of the FSB (defined *infra*) and granting adequate protection thereto; and (b) prescribing the form and manner of notice and setting the time for the final hearing on this Motion (the "**Final Hearing**"). In support thereof Debtor respectfully shows the Court as follows:

**I. JURISDICTION**

1. The Court has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. §1334(b) and the standing order of reference of the District Court. This matter is a core proceeding. 28 U.S.C. §157(b).

2. Venue in this Court is proper under 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 105, 361 and 363 of title 11 of United States Code, 11 U.S.C. §§ 101-1532 (the "**Bankruptcy Code**"), and rules 2002, 4001 and 9014 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**").

**II. BACKGROUND**

**A. Procedural History**

4. This bankruptcy case was commenced by the filing of a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code on December 11, 2017 (the "**Petition Date**").

5. No trustee or examiner has been appointed, and no official committee of creditors has yet been established.

**B. Business Operations**

6. The Debtor owns and operates a Mellow Mushroom franchise restaurant.

7. The Debtor is a franchisee under an agreement with Home Grown Industries ("**Franchisor**"), the franchisor of Mellow Mushroom restaurants.

**III. SECURED LENDER**

8. In accord with Bankruptcy Rule 4001(b)(1)(B)(i) and (iii), Debtor’s sole secured creditor<sup>1</sup> that filed a UCC-1 financing statement in order to perfect a security interest in personal property, is as follows:

<b>LENDER</b>	<b>COLLATERAL</b>
<b>First State Bank</b> 1696 S Loop 288 Denton, TX 76205	See UCC-1 attached hereto as Exhibit “B” and incorporated herein by this reference.
<b>UCC-1 Filed:</b>	<b>May 24, 2011</b>

9. First State Bank (“**FSB**” or “**Secured Lender**”) asserts that it is secured by a first priority lien on and security interest in substantially all of Debtor’s personal property.

10. In the normal course of business, Debtor uses cash on hand and cash flow from operations to fund payroll, food, liquor, beer, wine, materials, supplies, and other general operational needs. An inability to use these funds during the chapter 11 cases would cripple Debtor’s business operations. Indeed, Debtor must use its cash to, among other things, continue the operation of the business in an orderly manner, maintain business relationships with vendors, suppliers and customers, pay employees and satisfy other working capital and operation needs—all of which are necessary to preserve and maintain Debtor’s going-concern value and, ultimately, effectuate a successful reorganization.

**IV. RELIEF REQUESTED**

11. By this Motion and pursuant to 11 U.S.C. §§ 105, 361 and 363 of the Bankruptcy Code and Bankruptcy Rules 4001 and 9014, Debtor requests the Court grant the following relief:

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<sup>1</sup> Premised upon the UCC-1 filings and other related security documents reviewed to date.

a. Authorize Debtor, **on an interim basis**, pursuant to section 363(c) of the Bankruptcy Code, to use proceeds of assets on which FSB asserts a first priority lien and security interest (the “**Cash Collateral**”)<sup>2</sup> in accord with the budget attached to the Interim Order (the “**Budget**”);

b. Authorize Debtor, **on an interim basis**, pursuant to sections 361 and 363 of the Bankruptcy Code, to provide the adequate protection described herein to FSB as regards any diminution in value of FSB’s interest in the Collateral as existing on the Petition Date (“**Prepetition Collateral**”), whether from the use of Cash Collateral or the use, sale, lease, depreciation, or decline in value of said collateral;

c. Schedule the Final Hearing pursuant to Bankruptcy Rule 4001 no later than fourteen (14) days after the entry of the Interim Order, to consider the entry of a Final Order authorizing the use of Cash Collateral and approving the notice procedures relative thereto;

d. Authorize Debtor, **on a final basis**, pursuant to 363(c) of the Bankruptcy Code, to use the Cash Collateral in accord with the Budget and any supplemental budgets as approved by the Court after further notice and hearing; and

e. Authorize Debtor, **on a final basis**, pursuant to sections 361 and 363 of the Bankruptcy Code to provide the adequate protection described herein to FSB as regards any diminution in value of FSB’s interest in the Prepetition Collateral, whether from the use of Cash Collateral or the use, sale, lease, depreciation, or decline in value of said collateral.

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<sup>2</sup> Debtor does not hereby admit or consent to the validity, priority, extent or enforceability of the liens asserted by **Northstar** and hereby reserves all rights with respect thereto.

V. BASIS FOR RELIEF

A. Immediate Need for Use of Cash Collateral

12. Pursuant to Bankruptcy Rule 4001(b)(2), the Court may conduct a preliminary cash collateral hearing within fourteen (14) days of the Petition Date if the relief requested is **necessary to avoid immediate and irreparable harm** to the estate pending a final hearing.

13. Debtor has an immediate need for the use of Cash Collateral pending a final hearing on this Motion. As of the Petition Date, Debtor lacks sufficient unencumbered cash to fund its business operation.

14. Without the use of Cash Collateral, Debtor will have no ability to operate the business. Debtor will not be able to pay its vendors and its vendors will likely cease to provide goods and services to Debtor on credit. Debtor will not be able to fund its payroll. Debtor will not be able to pay professionals necessary for the successful reorganization of its business. Finally, Debtor will not be able to service the needs of its customers. All of these outcomes will cause immediate and irreparable harm to Debtor's bankruptcy estate.

15. Debtor's ability to finance its operations and the availability to Debtor of sufficient working capital and liquidity through the use of Cash Collateral is vital to the confidence of its employees, suppliers, vendors, and customers, and to the preservation and maintenance of the going-concern value and other values of the bankruptcy estate. Debtor, therefore, seeks immediate authority to use the Cash Collateral as set forth in the Motion and in the Interim Cash Collateral Order to prevent immediate and irreparable harm to its bankruptcy estate pending the Final Hearing pursuant to Bankruptcy Rule 4001(c).

16. Debtor has formulated a Budget for the use of Cash Collateral. Debtor believes the Budget includes all reasonable, necessary and foreseeable expenses to be incurred in the

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ordinary course of business during the subject time period **so as to avoid immediate and irreparable harm** to the bankruptcy estate pending a final hearing.

17. Accordingly, Debtor seeks to use Cash Collateral existing on or after the Petition Date that may be subject to FSB's interest in the Prepetition Collateral. As of the Petition Date, Debtor lacks sufficient unencumbered cash to fund the business operation.

18. If approved by this Court Debtor's right to use Cash Collateral under the terms of the Interim Order will commence on the date of the entry of the Interim Order and expire on the earlier of: (a) the entry of a subsequent interim order; or (b) the entry of the Final Order.

**B. Adequate Protection**

19. In consideration for the interim use of cash collateral, and as adequate protection for any diminution of the interest of FSB in the Prepetition Collateral, Debtor hereby tenders to FSB, to the extent FSB may hold valid, perfected and unavoidable security interests in the Prepetition Collateral without any requirement to file any documents to perfect that interest, additional and replacement security interests and liens (the "**Replacement Liens**") as follows:

**The granting of postpetition security interests equivalent to a lien granted under sections 364(c)(2) and (3) of the Bankruptcy Code, as applicable, in and upon the Debtor's personal property and the Cash Collateral, whether such property was acquired before or after the Petition Date.**

20. In addition to the Replacement Liens, FSB is adequately protected as a result of the continued business operations. But for the continued operation of Debtor, they will be forced to liquidate.

**C. Request for Final Hearing**

21. Pursuant to Bankruptcy Rule 4001(b)(2), Debtor requests this Court set a date for the Final Hearing that is as soon as practicable, but in no event later than fourteen (14) days following the entry of the Interim Order, and fix the time and date prior to the Final hearing for parties to file objections to this Motion.

**VI. BANKRUPTCY RULE 4001(B)**

22. Debtor submits the facts set forth herein establish that “the relief requested herein is necessary to avoid immediate and irreparable harm” to Debtor. Bankruptcy Rule 4001(b)(2). Accordingly, Bankruptcy Rule 4001 is satisfied.

**VII. NOTICE**

23. Bankruptcy Rules 4001 and 9014 generally require that any proceeding to use cash collateral be made only upon Motion and on notice to: (1) any entity that has an interest in the Cash Collateral; (2) a Committee that may be appointed under the Bankruptcy Code (11 U.S.C. § 1102) or, if no such committee is appointed, on the twenty largest unsecured creditors; and (3) such other entities as the Court may direct.

24. Service was made as set forth in the certificate of service below.

WHEREFORE, Debtor respectfully requests this Court enter an Interim Order on an emergency basis granting the relief requested herein, establishing a date and time for the Final Hearing; and for such other and further relief as is just and proper.

Respectfully submitted,

Dated: December 12, 2017

*/s/ Robert T. DeMarco*

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

**Email** mike@demarcomitchell.com

1255 W. 15<sup>th</sup> Street, 805

Plano, TX 75075

**T** 972-578-1400

**F** 972-346-6791

**Proposed Counsel for Debtor and Debtor in Possession**

**CERTIFICATE OF CONFERENCE**

The undersigned counsel hereby certifies that, prior to the filing of this Motion, he conferred with the following parties concerning their respective positions on the Motion:

Attorney	Position
Meredyth Kippes, counsel for the United States Trustee	

*/s/ Robert T. DeMarco*

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

**Email** mike@demarcomitchell.com

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Plano, TX 75075

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**F** 972-346-6791

**CERTIFICATE OF SERVICE**

The undersigned counsel hereby certifies that true and correct copies of the foregoing pleading and all attachments were served upon all parties listed below in accordance with applicable rules of bankruptcy procedure on this **12<sup>th</sup> day of December, 2017**. Where possible, service was made electronically via the Court's ECF noticing system or via facsimile transmission where a facsimile number is set forth below. Where such electronic service was not possible, service was made via regular first class mail.

**DEBTOR**

**Denton Dough Company**

217 East Hickory Street

Denton, TX 76201

**UNITED STATES TRUSTEE**



**Office of the United States Trustee**

Earle Cabell Federal Building  
1100 Commerce Street, Room 976  
Dallas, TX 75242  
Email: [Meredyth.A.Kippes@usdoj.gov](mailto:Meredyth.A.Kippes@usdoj.gov)

**ADDITIONAL PARTIES IN INTEREST AND/OR PARTIES REQUESTING NOTICE**

**First State Bank**

Attn.: Aaron Newquist  
1696 S Loop 288  
Denton, TX 76205  
Email: [aaron.newquist@f-s-b.com](mailto:aaron.newquist@f-s-b.com)

**Home Grown Industries of GA**

c/o Aaron M. Kaufman  
Dykema Cox Smith  
1717 Main Street, Suite 4200  
Dallas, Texas 75201  
Email: [akaufman@dykema.com](mailto:akaufman@dykema.com)

**SEE ATTACHED MATRIX**

*/s/ Robert T. DeMarco*

**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** [robert@demarcomitchell.com](mailto:robert@demarcomitchell.com)

Michael S. Mitchell, Texas Bar No. 00788065

**Email** [mike@demarcomitchell.com](mailto:mike@demarcomitchell.com)

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Plano, TX 75075

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IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:

DENTON DOUGH COMPANY  
27-3393645  
217 East Hickory Street  
Denton, TX 76201

Debtor.

Case No.: 17-34650-SGJ-11

Chapter: 11

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ORDER AUTHORIZING INTERIM USE OF CASH COLLATERAL

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On this day came on for consideration the *Debtor's, Emergency Motion for Order Authorizing the Interim and Final Use of Cash Collateral [11 U.S.C. §§ 105, 361, and 363]* (the "**Motion**"). The Motion is made pursuant to 11 U.S.C. §§ 105, 361 and 363 and Federal Rules of Bankruptcy Procedure 4001 and 9014: (a) authorizing Flour Mountain, LLC, (the "**Debtor**") to use cash collateral of First State Bank ("**FSB**") and granting adequate protection to FSB for the use of its cash collateral; and (b) prescribing the form and manner of notice and setting the time for the final hearing (the "**Final Hearing**") on the Motion. Upon review of the Motion and based upon the evidence presented to this Court at the interim hearing on the Motion (the

EXHIBIT "A"

**“Interim Hearing”**), the Court hereby makes the following findings of fact and conclusions of law:

1. Adequate and sufficient notice of the Motion and the Interim Hearing, under the circumstances, has been provided to all persons entitled thereto pursuant to Rules 2002 and 4001 of the Federal Rules of Bankruptcy Procedure.

2. This matter constitutes a “core proceeding” within the meaning of 28 U.S.C. § 157.

3. This Court has jurisdiction over the parties and the subject matter of this proceeding pursuant to 28 U.S.C. §§ 1334 and 157.

4. Debtor commenced the cases *sub judice* on May 25, 2017 (the **“Petition Date”**) by the filing of a petition for relief under chapter 11 of the Bankruptcy Code.

5. FSB asserts it is secured in substantially all Debtor’s personal property (collectively, the **“Prepetition Collateral”**) and the proceeds thereof (the **“Cash Collateral”**).

**ACCORDINGLY, IT IS ORDERED THAT:**

1. Debtor is permitted to use Cash Collateral, in accord with the budget attached hereto as Exhibit “A” (the **“Budget”**), provided, Debtor may exceed any line item in the Budget by up to ten percent (10%). The Budget may be updated and modified through the date of the Final Hearing by agreement of Debtor and FSB subject to further order of this Court. Nothing in this Order, the Budget or any pre-petition arrangement allowing Debtor to defer weekly royalty and brand development fund fees shall prejudice the rights of Home-Grown Industries of GA, Inc. (**“Franchisor”**) from seeking or obtaining an allowed administrative expense for such

accrued but unpaid obligations under the applicable franchise agreements between the Franchisor and Debtor.

2. Debtor's right to use Cash Collateral under the Interim Order shall commence on the date of entry of the Interim Order and expire on the earlier of: (a) the entry of a subsequent interim cash collateral order; or (b) the entry of a Final Order.

3. As adequate protection of FSB's interest, if any, in the Cash Collateral pursuant to sections 361 and 363(e) of the Bankruptcy Code to the extent of any diminution in value from the use of the Collateral the Court hereby grants FSB a replacement security liens on and replacement liens on all of Debtor's personal property (the "**Replacement Liens**"), whether such property was acquired before or after the Petition Date.

4. Such Replacement Liens are exclusive of any avoidance actions available to the Debtor's bankruptcy estate pursuant to sections 544, 545, 547, 548, 549, 550, 553(b) and 724(a) of the Bankruptcy Code and the proceeds thereof.

5. Further, such Replacement Liens shall be equal to the aggregate diminution in value of the respective Collateral, if any, that occurs from and after the Petition Date. The Replacement Liens shall be of the same validity and priority as the liens of FSB on the respective prepetition Collateral.

6. The Replacement Liens granted herein shall maintain the same priority, validity and enforceability as FSB's liens on the respective prepetition Collateral. FSB shall not be required to file or serve financing statements, notices of liens or similar interests which otherwise may be required under federal or state law in any jurisdiction, or take any action, including taking possession, to validate and perfect such Replacement Liens.

7. The Replacements Liens shall be subject and subordinate to: (a) professional fees and expenses of the attorneys, financial advisors and other professionals retained by the Debtor in the amounts set forth in the Budget and any supplemental budget approved by the Court and/or consented to by FSB and subject to this Court's approval under section 330 and/or section 331 of the Bankruptcy Code; (b) professional fees and expenses of the attorneys, financial advisors and other professionals retained by any creditors committee if and when one is appointed; and (c) any and all fees payable to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6) and the Clerk of the Bankruptcy Court (collectively, the "**Carve Out**").

8. This Interim Order is without prejudice to the rights of FSB or the Debtor as to any further order regarding the use of Cash Collateral as to the request for payment of any other expenses incurred during the period covered by this Interim Order.

9. This Interim Order is without prejudice to the rights of any party-in-interest, including the Debtor, to contest the priority, validity and enforceability of FSB's liens and security interests in and to the Prepetition Collateral.

10. During the term of this Interim Order, Debtor shall comply with the reporting requirements of Access and Franchisor.

11. The Final Hearing to consider the entry of a Final Order authorizing and approving the use of Cash Collateral is hereby scheduled for **December** \_\_, **2017**, at \_\_: \_\_ \_\_.m.

12. The Debtor shall serve a copy of this Order on the entire mailing matrix within 1 business day of the Order's entry upon the Court docket.

13. This Interim Order is and shall be fully effective upon its entry.

**### END OF ORDER ###**

**ORDER SUBMITTED BY:**

*/s/ Robert T. DeMarco*

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**DeMarco•Mitchell, PLLC**

Robert T. DeMarco, Texas Bar No. 24014543

**Email** robert@demarcomitchell.com

Michael S. Mitchell, Texas Bar No. 00788065

**Email** mike@demarcomitchell.com

1255 W. 15<sup>th</sup> Street, 805

Plano, TX 75075

**T** 972-578-1400

**F** 972-346-6791

***Proposed Counsel for Debtor and Debtor in Possession***

**BUDGET ESTIMATE Denton Dough, LLC dba Mellow Mushroom**

<b>15 DAYS + Next 3 Months</b>				
			12/11/17 - 12/24/17	Dec 25 - Jan 23
			2 week	30 day
		Cash at beginning of Period 05/05	13,620.00	10,457.67
		Sales	60,942.00	121,884.00
				0.00
		<b>Total Income</b>	<b>60,942.00</b>	<b>121,884.00</b>
		Cost of Goods Sold		
		COGS (Food, Produce and LBW)	17,368.47	34,736.94
			0.00	0.00
		<b>Total COGS</b>	<b>17,368.47</b>	<b>34,736.94</b>
		<b>Gross Profit</b>	<b>43,573.53</b>	<b>87,147.06</b>
		Labor		
		Salaries, Wages and Commissions	18,000.00	36,000.00
		(includes all Taxes and fees)		
		Total	18,000.00	36,000.00
		CredCard Processing (inc GCards)	0.00	2,500.00
		HGI (Royalties)	4,200.00	8,400.00
		Depreciation Expense	0.00	0.00
		Hotschedules, NCR, HCS, IX	185.00	800.00
		Equipment Rental (Ecolab, Reliant)	419.00	419.00
		Insurance Expense		
		General Liability	1,405.00	1,405.00
		Health Insurance	0.00	1,185.00
		Total Insurance Expense	1,405.00	2,590.00
		Loan and Interest Expense	0.00	1,500.00
		Licenses and Permits	0.00	0.00
		Office Supplies	200.00	200.00
		Other Leases	0.00	0.00
		Store Cash Withdrawals	1,800.00	3,600.00
		Other Minor Exp (ecard, give back)	1,100.00	1,100.00
		Accounting Fees	2,248.00	1,500.00
		State BR Fee		0.00
		Metro Linen	450.00	450.00
		Total Other Expenses	3,798.00	3,050.00
		Rent Expense	0.00	10,204.00

EXHIBIT "A"

					<b>Repairs and Maintenance</b>	1,000.00	1,000.00
					<b>Restaurant Supplies</b>	300.00	300.00
					<b>Taxes Franchise Tax</b>		0.00
					<b>Sales Tax + TABC Paid</b>	11,500.00	11,500.00
					<b>Total Taxes</b>	11,500.00	11,500.00
					<b>Telephone/Internet (Frontier)</b>	322.86	322.86
					<b>pest control</b>	106.00	106.00
					<b>Utilities (DME, Atmos)</b>	3,500.00	3,500.00
					<b>Total Expense</b>	46,735.86	85,991.86
					<b>Cash Need or Excess</b>	-3,162.33	1,155.20
					<b>Cash at the end of the period</b>	<b>10,457.67</b>	<b>11,612.87</b>



UCC FINANCING STATEMENT

**FOLLOW INSTRUCTIONS (front and back) CAREFULLY**

<b>A. NAME &amp; PHONE OF CONTACT AT FILER [optional]</b> SettlePou Attorneys * Counselors 2145203300
<b>B. SEND ACKNOWLEDGMENT TO: (Name and Address)</b>  SettlePou Attorneys * Counselors 3333 Lee Parkway 8th Floor Dallas, TX 75219-5115 USA

**FILING NUMBER:** 11-0015486006  
**FILING DATE:** 05/24/2011 04:31 PM  
**DOCUMENT NUMBER:** 369500890002  
**FILED:** Texas Secretary of State  
**IMAGE GENERATED ELECTRONICALLY FOR WEB FILING**  
**THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY**

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

OR	1a. ORGANIZATION'S NAME <b>DENTON DOUGH COMPANY</b>				
	1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS <b>1323 Emberson Ranch Road</b>		CITY <b>Pilot Point</b>	STATE <b>TX</b>	POSTAL CODE <b>76258</b>	COUNTRY <b>USA</b>
1d. TAX ID#: SSN OR EIN	ADD'L DEBTOR INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION <b>Corporation</b>	1f. ORG JURISDICTION <b>Texas</b>	1g. ORG. ID #, if any <b>801313448</b>	<input type="checkbox"/>

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

OR	2a. ORGANIZATION'S NAME				
	2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. TAX ID#: SSN OR EIN	ADD'L DEBTOR INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. ORG JURISDICTION	2g. ORG. ID #, if any	<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

OR	3a. ORGANIZATION'S NAME <b>First State Bank</b>				
	3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS <b>400 W. Oak</b>		CITY <b>Denton</b>	STATE <b>TX</b>	POSTAL CODE <b>76202</b>	COUNTRY <b>USA</b>

4. This FINANCING STATEMENT covers the following collateral:  
 The following personal property of Debtor, including Proceeds and Supporting Obligations:

1. Accounts;
2. Chattel Paper, including Tangible Chattel Paper and Electronic Chattel Paper;
3. Deposit Accounts;
4. Documents;
5. General Intangibles, including Payment Intangibles;
6. Goods, including Equipment, Fixtures, Inventory, and Accessions;
7. Instruments, including Promissory Notes;
8. Records; and
9. Software.

All capitalized terms used herein shall have the meaning accorded thereto in the Uniform Commercial Code, as now enacted and hereinafter amended in the State of Texas.

5. ALTERNATIVE DESIGNATION [if applicable]:  LESSEE/LESSOR  CONSIGNEE/CONSIGNOR  BAILEE/BAILOR  SELLER/BUYER  AG. LIEN  NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]

7. Check to REQUEST SEARCH REPORT(S) on Debtor(s)  All Debtors  Debtor 1  Debtor 2 [ADDITIONAL FEE] [optional]

8. OPTIONAL FILER REFERENCE DATA  
**10-0407**

FILING OFFICE COPY

**EXHIBIT "B"**

Label Matrix for local noticing  
 0539-3  
 Case 17-34650-sgj11  
 Northern District of Texas  
 Dallas  
 Tue Dec 12 13:27:57 CST 2017

Denton Dough Company  
 P.O. Box 2015  
 Denton, TX 76202-2015

1100 Commerce Street  
 Room 1254  
 Dallas, TX 75242-1305

A Closer Look  
 460 South Peachtree St.  
 Norcross, GA 30071-2433

Able Mechanical  
 6400 GREEN VALLEY CIR  
 Aubrey, TX 76227-4046

Access Bank  
 320 Eagle Drive  
 Denton, TX 76201-6899

American Express  
 PO Box 650448  
 Dallas, TX 75265-0448

Andrews Distributing of N TX - Dallas  
 2730 Irving Blvd  
 Dallas, TX 75207-2308

Applejacks Liquors  
 345 East Hickory St  
 Denton, TX 76201-4219

Atmos Energy  
 P.O. Box 790311  
 St. Louis, MO 63179-0311

Attorney General of Texas  
 Taxation Division-Bankruptcy  
 Box 12548 Capitol Station  
 Austin, TX 78711-2548

BCI Mechanical  
 400 E Oak St  
 Denton, TX 76201-4246

BEK  
 P.O. Box 2607  
 Fort Worth, TX 76113-2607

BWS Fire Systems  
 PO BOX 1897  
 Lake Dallas, TX 75065-1897

Bell Avenue Self Storage  
 PO BOX 687  
 Denton, TX 76202-0687

Ben E. Keith Company  
 7001 Will Rogers Blvd  
 Fort Worth, TX 76140-6098

BevCheck  
 17431 Alico Center Rd  
 Suite 1  
 Fort Myers, FL 33967-6055

Calagaz Printing  
 3001 MILL ST  
 Mobile, AL 36607-1917

Capital One  
 6125 Lakeview Rd  
 Suite 800  
 Charlotte, NC 28269-2605

Clarke Stephan  
 2408 Crestwood Pl  
 Denton, TX 76209-1112

Concierge Network  
 9858 Plano Rd  
 Dallas, TX 75238-5132

Cozzini Brothers  
 350 Howard Ave  
 Des Plaines, IL 60018-1908

Denton Municipal Utilities  
 PO Box 660150  
 Dallas, TX 75266-0150

Direct TV  
 P.O. Box 105249  
 Atlanta, GA 30348-5249

Ecolab  
 P.O. Box 70343  
 Chicago, IL 60673-0343

Favorite Brands LLC - Dallas  
 3900 North McColl Rd  
 McAllen, TX 78501-9160

Fintech  
 3109 W. Dr. Martin Luther King Blvd.  
 Suite 200  
 Tampa, FL 33607

(c)FIRST STATE BANK  
 400 W OAK ST STE 100  
 DENTON TX 76201-9064

Fisher 59  
 2421 I-35 Frontage Rd  
 Denton, TX 76207

Four Corners Brewery Co  
 423 Singleton Blvd  
 Dallas, TX 75212-4104

Frontier Communications  
PO Box 740407  
Cincinnati, OH 45274-0407

Fulclip Craft Distributors  
3148 Quebec St  
Dallas, TX 75247-6704

Guardian Pest Control  
7908 Marsh Ct  
Fort Worth, TX 76123-1376

Hanover Insurance  
P.O. Box 580045  
Charlotte, NC 28258-0045

Home Grown Industries of GA  
150 Great Southwest Pkwy SW  
Atlanta, GA 30336-2300

Hospitality Control Solutions  
P.O. Box 40308  
Nashville, TN 37204-0308

Hot Schedules  
3440 Preston Ridge Rd.  
Suite 650  
Alpharetta, GA 30005-5455

House of Shroom  
10529 Lexington Dr  
c/o Threds, Inc  
Knoxville, TN 37932-3212

Internal Revenue Service-ND  
Centralized Insolvency Operations  
PO Box 7346  
Philadelphia, PA 19101-7346

Inventory Express  
12020 Leeward Walk Cir  
Alpharetta, GA 30005-4306

Legal Zoom  
101 N Brand Blvd FL 11  
Glendale, CA 91203-2638

MSCI Investments  
1408 N. Corinth St.  
Corinth, TX 76208-5406

Martin House Brewing Company  
220 S. Sylvania St  
#209  
Fort Worth, TX 76111-2232

Metro Linen  
P.O.Box 978  
McKinney, TX 75070-8146

NCR - HSR DIV  
3095 Satellite Blvd  
Building 800  
Third Floor  
Duluth, GA 30096-5814

NCR Worldpay  
600 Morgan Falls Rd  
Suite 260  
Atlanta, GA 30350-5813

Oak Highlands Brewery  
10484 Brockwood Pl  
Dallas, TX 75238-1640

Panther Island Brewing  
501 North Main St  
Fort Worth, TX 76164-9508

Parker Security Services  
P.O. Box 50196  
Denton, TX 76206-0196

Pegasus City Brewery  
2222 Vantage St  
Dallas, TX 75207-6102

Peticolas Brewing Company  
2026 Farrington St  
Dallas, TX 75207-6616

RCG F&B, LLC  
1217 FM407 W  
Argyle, TX 76226-5723

Ramarson Partners  
525 S LOOP 288  
Suite 105  
Denton, TX 76205-4508

Refrigerated Specialist, Inc  
3040 East Meadows Blvd  
Mesquite, TX 75150-6639

Reliant Metro, LTD  
10817 West County Rd 60  
Midland, TX 79707-9017

Restaurant CFO  
701 E. 15th St.  
Suite 201  
Plano, TX 75074-0713

Sloan & Williams Winery and Outlaw Cider  
401 S. Main St  
Grapevine, TX 76051-5328

Small Business Administration  
4300 Amon Carter Blvd., STE 114  
Fort Worth, TX 76155-2652

TUPPS Brewery  
721 Anderson St  
McKinney, TX 75069-7149

Techvera, LLC  
625 Dallas Drive  
Suite 450  
Denton, TX 76205-5298

Texas Alcohol Beverage Commission  
 License and Permits Division  
 P.O. Box 13127  
 Austin, TX 78711-3127

(p) TEXAS COMPTROLLER OF PUBLIC ACCOUNTS  
 REVENUE ACCOUNTING DIV - BANKRUPTCY SECTION  
 PO BOX 13528  
 AUSTIN TX 78711-3528

Texas Workforce Commission  
 TEC building Tax Dept.  
 101 E. 15th Street  
 Austin, TX 78778-0001

TriMark/Strategic  
 P.O. Box 654020  
 Dallas, TX 75265-4020

Trustwave  
 70 W. Madison St  
 Suite 600  
 Chicago, IL 60602-4210

UNT Mean Green Sports Properties, LLC  
 PO Box 843038  
 c/o Learfield Communications, LLC  
 Kansas City, MO 64184-3038

US Foods  
 950 S. Shiloh Rd.  
 Garland, TX 75042-7804

United States Attorney  
 Northern District of Texas  
 1100 Commerce Street, 3rd Floor  
 Dallas, TX 75242-1074

United States Trustee  
 1100 Commerce Street  
 Room 976  
 Dallas, TX 75242-0996

William T. Neary  
 U.S. Trustee  
 1100 Commerce Street  
 Room 9C60  
 Dallas, TX 75242-0996

Robert Thomas DeMarco  
 DeMarco-Mitchell, PLLC  
 1255 W. 15th St., Ste 805  
 Plano, TX 75075-7225

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Texas Comptroller of Public Accounts  
 Revenue Accounting Div/Bankruptcy Section  
 PO Box 13528  
 Austiin, TX 78711-3528

(d)Texas State Comptroller  
 Capitol Station  
 Austin, TX 78774

Addresses marked (c) above for the following entity/entities were corrected as required by the USPS Locatable Address Conversion System (LACS).

First State Bank  
 400 W Oak St  
 Denton, TX 76201

End of Label Matrix	
Mailable recipients	70
Bypassed recipients	0
Total	70